

United States Bankruptcy Court
District of Minnesota

In re **MIDWEST THEATRES CORPORATION**,
Debtor

Case No. **10-46834**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	1,028,355.00		
B - Personal Property	Yes	5	8,142,875.21		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		16,038,935.57	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	5		16,904.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		12,969,958.57	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		29			
Total Assets			9,171,230.21		
Total Liabilities				29,025,798.14	

B6A (Official Form 6A) (12/07)

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
7 SCREEN CINEPLEX GREAT LAKES CINEMA 7 1698 EXCHANGE STREET OKOBOJI, IA 51355	Fee Owner	-	752,707.00 *	1,655,688.00
LEGALLY DESCRIBED AS: LOTS NINE (9) AND TEN (10), PLAT OF EAST OKOBOJI VIEW COMMERCIAL PARK, IN THE CITY OF OKOBOJI, DICKINSON COUNTY, IOWA EXCEPT THAT PORTION OF LOT NINE (9) WHICH WAS FORMERLY PART OF LOT NINETY-EIGHT (98) OF THE PLAT OF CHALSTROM BEACH.				
OUTLOT - 1.38 ACRE PAVED 4300 O'DAY AVENUE ST. MICHAEL, MN 55376	Fee Owner	-	275,648.00 *	1,518,151.00
LEGALLY DESCRIBED AS: LOT 2, BLOCK 1, ST. MICHAEL BUSINESS CENTER SECOND ADDITION, WRIGHT COUNTY, MINNESOTA				

*(NET BOOK VALUE)

Sub-Total > **1,028,355.00** (Total of this page)

Total > **1,028,355.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash 4300 O'Day Avenue NE St. Michael, MN 55376	-	215,518.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking Account - Corporate First Minnesota Bank 4625 County Road 101 Minnetonka, MN 55345	-	0.00
		Checking Account - Corporate United Community Bank 1000 Okoboji Avenue Milford, IA 51351	-	137.20
		Depository Account - Money Market United Community Bank 1000 Okoboji Avenue Milford, IA 51351	-	1,016.48
		Corporate Concentration Account Security Bank & Trust Co. 735 11th Street E. Glencoe, MN 55336	-	332,503.40
		Local Depository United Community Bank 1000 Okoboji Avenue Milford, IA 51351	-	345.67
		Local Depository - HUT9 First Minnesota Bank 4625 County Road 101 Minnetonka, MN 55345	-	580.25
		Local Depository - AUS7 First Farmers & Merchants Bank 128 N. Main Street Austin, MN 55912	-	480.36
			Sub-Total > (Total of this page)	550,581.36

4 continuation sheets attached to the Schedule of Personal Property

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Local Depository - HW12 Merchants National Bank 102 E. Third Street Winona, MN 55987	-	298.36
		Local Depository - SPR5 Nicollet County Bank 220 S. Third Street St. Peter, MN 55987	-	177.24
		Local Depository - SML15 Great Northern Bank 12725 43rd Street NE St. Michael, MN 55376	-	337.36
		Local Depository - CHA14 Merchants National Bank 102 E. Third Street Winona, MN 55987	-	1,005.73
		Local Depository - BVL15 Merchants National Bank 102 E. Third Street Winona, MN 55987	-	1,166.93
		Local Depository - MEN7 West Wisconsin Credit Union 444 S. Broadway Menomonie, WI 54751	-	194.23
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > **3,179.85**
(Total of this page)

Sheet **1** of **4** continuation sheets attached to the Schedule of Personal Property

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Loans to Cinema 1 LLP	-	599,963.00
		Loans to Cinema 2 LLC	-	3,816,267.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **4,416,230.00**
(Total of this page)

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Clark Products d/b/a Nerger, Steven A.	-	131,842.00
		Boelter Products	-	80,144.00
		Chafolious Co's	-	77,933.00
		iStar Real Estate Services	-	96,180.00
22. Patents, copyrights, and other intellectual property. Give particulars.		Trademark - "SXHD" (Nationwide)	-	0.00
		Trademark - "CineMagic" (MN, SD, WI, IA)	-	0.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Non-Compete - Carmike Cinemas - Austin, MN	-	76,418.00
		Non-Compete - Chafolious Co's - Rochester, MN	-	194,710.00
		Unamortized Loan & Lease Fees	-	81,227.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1998 Chrysler Caravan	-	1,583.00
		2005 Hyundai Elantra	-	3,500.00
		2003 Hyundai Elantra	-	2,000.00
		2009 Honda Civic	-	12,611.00
		1995 Plow Truck w/ Plow Spreader	-	9,613.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.		1977 Cessna 177RG	-	30,134.00
28. Office equipment, furnishings, and supplies.		Sundry	-	8,545.00

Sub-Total > **806,440.00**
(Total of this page)

Sheet **3** of **4** continuation sheets attached
to the Schedule of Personal Property

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.		Furniture, Fixtures & Equipment - Great Lakes 7, Okoboji, IA	-	6,499.00
		Furniture, Fixtures & Equipment - Century 9, Hutchinson, MN	-	23,901.00
		Furniture, Fixtures & Equipment - Oak Park 7, Austin, MN	-	7,539.00
		Furniture, Fixtures & Equipment - Stadium 7, Menomonie, WI	-	8,829.00
		Furniture, Fixtures & Equipment - Hollywood 12, Rochester, MN	-	12,150.00
		Furniture, Fixtures & Equipment - Cinema 5, St. Peter, MN	-	18,144.00
		Furniture, Fixtures & Equipment - Met 15, St. Michael, MN	-	789,028.00
		Furniture, Fixtures & Equipment - Chateau 14, Rochester, MN	-	433,264.00
		Furniture, Fixtures & Equipment - Atlantis 15, Burnsville, MN	-	960,722.00
		Sundry Lighting	-	7,397.00
30. Inventory.		Ticket Stock	-	999.00
		Concession	-	85,000.00
		Food	-	3,845.00
		Liquor	-	9,127.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **2,366,444.00**
(Total of this page)
Total > **8,142,875.21**

Sheet **4** of **4** continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			04/18/08					
CITY OF ST. PETER ECONOMIC DEV ATTN RUSS WILLIE, DIRECTOR 227 S FRONT STREET SAINT PETER, MN 56082	X	-	LOAN CINEMA 5 CINEPLEX FF&E (ST. PETER, MN)					
			Value \$ 25,000.00				75,343.00	50,343.00
Account No.			07/11/08					
FIRST MINNESOTA BANK ATTN CLIFF SIMON, PRESIDENT 4625 COUNTY RD 101 MINNETONKA, MN 55345	X	-	CENTURY 9 CINEPLEX LAND & FF&E (HUTCHINSON, MN); HOLLYWOOD 12 LAND (ROCHESTER, MN); LAND (ST. MICHAEL & AUSTIN, MN); CHATEAU 14 (ROCHESTER, MN) & ATLANTIS 15 D-CINEMA EQUIP (BURNSVILLE, MN); BLANK UCC FILING					
			Value \$ 3,000,000.00				2,854,756.00	0.00
Account No.			11/15/06					
NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005	X	-	THEATRE SEATING, SEARCH LIGHTS, POS SYSTEMS, ELECTRONIC WAYSIGNAGE SYSTEMS, TRASH COMPACTING SYSTEMS					
			Value \$ 350,000.00				411,316.00	61,316.00
Account No.			12/26/06					
THE BUSINESS BANK ATTN BRAD KROHN 11100 WAYZATA BLVD. STE 150 MINNETONKA, MN 55305		-	PROMISSORY NOTE IMAX PROJECTION & SOUND EQUIPMENT					
			Value \$ 115,000.00				938,546.00	823,546.00
Subtotal (Total of this page)							4,279,961.00	935,205.00

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			JUDGMENT					
UNITED BANKERS BANK 1650 W 82ND STREET STE 1500 BLOOMINGTON, MN 55431		-	FF&E					
			Value \$ 0.00				8,585,135.57	8,585,135.57
Account No.			08/28/07					
UNITED COMMUNITY BANK ATTN STEVE FELD, VP 1000 OKOBOJI AVENUE MILFORD, IA 51351		X -	GREAT LAKES 7 (OKOBOJI, IA) LAND & FF&E; 1.6 ACRE OUTLOT (ST. MICHAEL, MN); BLANKET LIEN					
			Value \$ 3,500,000.00				3,173,839.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							11,758,974.57	8,585,135.57
Total (Report on Summary of Schedules)							16,038,935.57	9,520,340.57

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			ACCRUED VACATION					
ALISON, STACIE T. 2123 CHARDONNAY LANE NW ROCHESTER, MN 55901		-					0.00	
						193.00		193.00
Account No.			ACCRUED VACATION					
BENNETT, TODD E. 1301 JULIA STREET PO BOX 71 OKOBOJI, IA 51355		-					0.00	
						942.00		942.00
Account No.			ACCRUED VACATION					
BERRY, BRUCE S. 5911 ASH STREET ROCKFORD, MN 55373		-					0.00	
						1,057.00		1,057.00
Account No.			ACCRUED VACATION					
BURDICK, SCOTT T. 6723 50TH AVENUE N CRYSTAL, MN 55426		-					0.00	
						543.00		543.00
Account No.			ACCRUED VACATION					
CHRISTENSON, MATTHEW R. 2316 W 98TH STREET BLOOMINGTON, MN 55431		-					0.00	
						2,263.00		2,263.00
Subtotal								0.00
(Total of this page)							4,998.00	4,998.00

Sheet **1** of **4** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			ACCRUED VACATION				293.00	
ECKMEIER, KYLE A. 5409 29TH AVENUE S. MINNEAPOLIS, MN 55417		-						0.00
								293.00
Account No.			ACCRUED VACATION				339.00	
ERICKSON, KARIN M. 2123 CHARDONNAY LANE NW ROCHESTER, MN 55901		-						0.00
								339.00
Account No.			ACCRUED VACATION				477.00	
HOOGE, ROBERT M. 624 KNIGHT STREET #203 SAINT PETER, MN 56082		-						0.00
								477.00
Account No.			ACCRUED VACATION				133.00	
IVERSON, ROBYN M. 326 W 157TH STREET BURNSVILLE, MN 55306		-						0.00
								133.00
Account No.			ACCRUED VACATION				604.00	
KARSTEN, LORI 1707 57TH AVENUE NW AUSTIN, MN 55912		-						0.00
								604.00
Subtotal								0.00
(Total of this page)							1,846.00	1,846.00

Sheet **2** of **4** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			ACCRUED VACATION					
KNOWLTON, MATTHEW T. 2112 17TH AVENUE NW ROCHESTER, MN 55901		-					66.00	0.00
								66.00
Account No.			ACCRUED VACATION					
MATHIAS, MELISSA M. 206 LINCOLN DRIVE RACINE, MN 55967		-					305.00	0.00
								305.00
Account No.			ACCRUED VACATION					
NEIRBY, RENEE L. 7524 190TH STREET E FARIBAULT, MN 55021		-					1,219.00	0.00
								1,219.00
Account No.			ACCRUED VACATION					
NUBBE, CALLIE J. 6217 KARSTON DRIVE NE ALBERTVILLE, MN 55301		-					1,080.00	0.00
								1,080.00
Account No.			ACCRUED VACATION					
OLIVE, BRANDON A. 7486 DAVENPORT ROAD SAINT MICHAEL, MN 55376		-					466.00	0.00
								466.00
Subtotal								0.00
(Total of this page)							3,136.00	3,136.00

Sheet **3** of **4** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			ACCRUED VACATION					
OLSON, MATTHEW K. 7614 BRIGADOON PLACE FRIDLEY, MN 55432		-					1,226.00	0.00
							1,226.00	1,226.00
Account No.			ACCRUED VACATION					
TEPLEY, TODD R. 785 MILWAUKEE AVENUE HUTCHINSON, MN 55350		-					1,988.00	0.00
							1,988.00	1,988.00
Account No.			ACCRUED VACATION					
VOLK, JASON J. 11601 SUMTER AVENUE N CHAMPLIN, MN 55316		-					1,290.00	0.00
							1,290.00	1,290.00
Account No.			ACCRUED VACATION					
WESTMARK, GARY R. 7486 DAVENPORT ROAD PRINCETON, MN 55371		-					1,400.00	0.00
							1,400.00	1,400.00
Account No.			ACCRUED VACATION					
ZOLLINGER, AIMEE S. 4724 13TH AVENUE NW ROCHESTER, MN 55901		-					1,020.00	0.00
							1,020.00	1,020.00

Sheet **4** of **4** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

0.00
6,924.00

Total
(Report on Summary of Schedules)

0.00
16,904.00

B6F (Official Form 6F) (12/07)

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			GOODS AND SERVICES				
BLI LIGHTING SPECIALISTS PO BOX 128 HOPKINS, MN 55343-0128		-			X		2,990.00
Account No.			GOODS AND SERVICES				
BOELTER PRODUCTS, INC. N22 W23685 RIDGEVIEW PKWY WEST WAUKESHA, WI 53188-1013		-			X	X	76,123.00
Account No.			GOODS AND SERVICES				
BONUS BUILDING CARE IN MINNEAPOLIS PO BOX 607 EULESS, TX 76039		-			X	X	13,554.00
Account No.			GOODS AND SERVICES				
BOWMAN PLUMBING INC. 2819 KNAPP STREET MENOMONIE, WI 54751		-			X	X	431.00
Subtotal (Total of this page)							93,098.00

10 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No.			GOODS AND SERVICES				147,485.00	
BRIGHT STAR SYSTEMS CORP 27 WEST BUSINESS CENTER 7600 W 27TH STREET #223 MINNEAPOLIS, MN 55426	-			X				
Account No.			GOODS AND SERVICES				48,531.00	
BUENA VISTA PICTURES WALT DISNEY STUDIOS 500 S BUENA VISTA STREET BURBANK, CA 91521-6170	-			X				
Account No.			PROMISSORY NOTE - SUBJECT TO SETOFF OF \$77,933 Subject to setoff.	X	X		1,296,115.00	
CHATEAU THEATRES, INC. ATTN MARK STEEGE 221 FIRST AVENUE NW ROCHESTER, MN 55902	-							
Account No.			LOAN				50,343.00	
CITY OF ST. PETER ECONOMIC DEV 227 S FRONT STREET SAINT PETER, MN 56082	-							
Account No.			GOODS AND SERVICES				4,575.00	
CLEAR CHANNEL OUTDOOR PO BOX 847247 DALLAS, TX 75284-7247	-			X				
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,547,049.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			UNPAID RENT				
COLE CN OF ROCHESTER MN, LLC 2555 E CAMELBACK RD #400 PHOENIX, AZ 85016		-			X		48,889.00
Account No.			GOODS AND SERVICES				
CREDITORS OF CLARK PRODUCTS 5750 OLD ORCHARD ROAD STE 520 SKOKIE, IL 60077		-			X	X	131,725.00
Account No.			GOODS AND SERVICES				
DHL EXPRESS (USA) INC. 14105 COLLECTIONS DRIVE CHICAGO, IL 60693		-			X		30.00
Account No.			GOODS AND SERVICES				
ECM PUBLISHERS, INC. 4095 COON RAPIDS BLVD COON RAPIDS, MN 55433		-			X		413.00
Account No.			GOODS AND SERVICES				
FRANKLIN DESIGNS, INC. 208 INDUSTRIAL DRIVE RIDGELAND, MS 39157		-			X		20,612.00
Sheet no. 2 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							201,669.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
FREESTYLE RELEASING 24955 PACIFIC COAST HWY #A-103 MALIBU, CA 90265		-			X		1,621.00
Account No.			GOODS AND SERVICES				
GLOBAL RESOLVE 7201 22ND AVENUE SW ROCHESTER, MN 55902		-			X		1,770.00
Account No.			GOODS AND SERVICES				
HARTMAN FARMS, INC. ATTN CLAY HARTMAN 2536 SUPERIOR LANE NW ROCHESTER, MN 55901		-			X		3,000.00
Account No.			GOODS AND SERVICES				
HOLLYWOOD THEATRE EQUIPMENT 1941 N 66TH AVE HOLLYWOOD, FL 33024		-			X		2,808.00
Account No.			GOODS AND SERVICES				
ICEE-USA CORP. ATTN ROCIO RENTERIA - A/P DEPT DEPT LA 21078 PASADENA, CA 91185-1078		-			X		2,042.00
Sheet no. 3 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							11,241.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
JME OF MONTICELLO 1401 FALLON AVE MONTICELLO, MN 55362		-			X		1,545.00
Account No.			GOODS AND SERVICES				
KUQQ/KUOO RADIO PO BOX 528 SPIRIT LAKE, IA 51360		-			X		480.00
Account No.			GOODS AND SERVICES/PROMISSORY NOTE				
LAMBERT COMMERCIAL CONSTRUC ATTN STEVE LAMBERT 14001 BURNHAVEN DRIVE BURNSVILLE, MN 55306		-			X		25,000.00
Account No.			GOODS AND SERVICES				
LEONARD O'BRIEN SPENCER GALE & SAYRE 100 S FIFTH STREET STE 2500 MINNEAPOLIS, MN 55402		-			X		2,840.00
Account No.			GOODS AND SERVICES				
LIONSGATE ENTERTAINMENT ATTN LISA FEDEROFF 75 ROCKEFELLER PLAZA 16TH FL NEW YORK, NY 10019		-			X		80,688.00
Sheet no. 4 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							110,553.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
MARK'S CONCESSION REPAIR LLC 4830 170TH LANE NE HAM LAKE, MN 55304		-			X		682.00
Account No.			UNPAID RENTS				
MN THEATERS 2006, LLC-iSTAR ATTN BARCLAY JONES - 38TH FL 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036		-			X		450,766.00
Account No.			GOODS AND SERVICES - NET OF SETOFF \$96,182 Subject to setoff.				
MN THEATERS 2006, LLC-iSTAR ATTN BARCLAY JONES - 38TH FL 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036		-		X	X		167,180.00
Account No.			GOODS AND SERVICES				
MOBILILARIO S.A. de C.V. CALLE DEL SOL NO. 3 NAUCALPAN SAN RAFAEL CHAMAPA 53660		-			X		416,726.00
Account No.			BANK LOAN				
NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005		-					61,316.00
Sheet no. 5 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 1,096,670.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
PARAMOUNT PICTURES ATTN PAUL SPRINGER 5555 MELROSE AVENUE LOS ANGELES, CA 90038		-			X		46,448.00
Account No.			GOODS AND SERVICES				
PETERSEN CLEANING & SUPPLY 2167 OXFORD STREET WORTHINGTON, MN 56187		-			X		721.00
Account No.			GOODS AND SERVICES				
PHILLIPS WINE & SPIRITS 1999 SHEPARD ROAD SAINT PAUL, MN 55116		-			X		40,430.00
Account No.			GOODS AND SERVICES				
POLAR HEATING & COOLING 230 DEWEY STREET MANKATO, MN 56001		-			X		133.00
Account No.			GOODS AND SERVICES				
PREMIER RESTAURANT EQUIPMENT 7120 NORTHLAND TERRACE MINNEAPOLIS, MN 55428		-			X		5,995.00
Sheet no. 6 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							93,727.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
RANDY'S SANITATION INC. 4351 US HIGHWAY 12 SE PO BOX 169 DELANO, MN 55328		-			X	X	642.00
Account No.			GOODS AND SERVICES				
SCENIC SIGN CORP. BOX 881 SAINT CLOUD, MN 56302		-			X	X	10,330.00
Account No.			GOODS AND SERVICES				
SCHWICKERT COMPANY PO BOX 1179 MANKATO, MN 56002		-			X		1,999.00
Account No.			GOODS AND SERVICES				
SERVICE TEAM OF PROFESSIONALS 6615 141ST AVENUE NW RAMSEY, MN 55303		-			X		1,638.00
Account No.			GOODS AND SERVICES				
SONY PICTURES ENTERTAINMENT 10202 W WASHINGTON BLVD CULVER CITY, CA 90232		-			X		164,681.00
Sheet no. 7 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							179,290.00

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
SUMMIT DISTRIBUTION, LLC 200 W 57TH STREET STE 1103 NEW YORK, NY 10019		-			X		7,652.00
Account No.			GOODS AND SERVICES				
SUN PRESS & NEWSPAPER PO BOX 280 33 SECOND STREET NE OSSEO, MN 55369		-			X		1,896.00
Account No.			GOODS AND SERVICES				
SYLVANDER HEATING, INC. 412 TYLER ROAD N RED WING, MN 55066		-			X		4,874.00
Account No.			BANK LOAN				
THE BUSINESS BANK ATTN BRAD KROHN 11100 WAYZATA BLVD. STE 150 MINNETONKA, MN 55305		-					823,546.00
Account No.			GOODS AND SERVICES				
THEATRICAL BULB SUPPLY PO BOX 20 WATERLOO, IL 62298		-			X		9,911.00
Sheet no. 8 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							847,879.00

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			GOODS AND SERVICES				
TWENTIETH CENTURY FOX ATTN RANDY GERBER - 16TH FL 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036		-			X		56,468.00
Account No.			GUARANTY/JUDGMENT				
UNITED BANKERS' BANK 1650 W 82ND STREET #1500 BLOOMINGTON, MN 55431	X	-					8,585,135.57
Account No.			GOODS AND SERVICES				
UNIVERSAL FILM EXCHANGES PO BOX 848270 DALLAS, TX 75284-8270		-			X		88,739.00
Account No.			GOODS AND SERVICES				
VEOLIA ENVIRONMENTAL SERVICES PO BOX 9273 ROCHESTER, MN 55903		-			X		2,113.00
Account No.			GOODS AND SERVICES				
VEOLIA WATER JOINT POWERS WATER BOARD 11100 50TH STREET NE ALBERTVILLE, MN 55301		-			X	X	576.00
Sheet no. 9 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							8,733,031.57
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			GOODS AND SERVICES				
WARNER BROTHERS PICTURES ATTN RALPH ALBI 15821 VENTURA BLVD #575 ENCINO, CA 91436	-				X		46,178.00
Account No.			GOODS AND SERVICES				
WORTHINGTON DAILY GLOBE PO BOX 639 WORTHINGTON, MN 56187	-				X		136.00
Account No.			GOODS AND SERVICES				
WRIGHT COUNTY JOURNAL 108 CENTRAL AVENUE PO BOX 159 BUFFALO, MN 55313	-				X		327.00
Account No.			GOODS AND SERVICES				
XCEL ENERGY PO BOX 9477 MINNEAPOLIS, MN 55484-9477	-				X		9,110.00
Account No.							
Sheet no. 10 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							55,751.00
(Report on Summary of Schedules)							Total 12,969,958.57

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
ACCESSIT-ADVERTISING AND CREATIVE SERVICES 314 10TH AVENUE S STE 160 WAITE PARK, MN 56387	PRE-SHOW ADVERTISING & PROMOTIONAL ADVERTISING AT EXHIBITOR'S THEATRES AGREEMENT
BUENA VISTA PICTURES DISTRIBUTION 500 S BUENA VISTA BLVD. BURBANK, CA 91521	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
CADBURY SCHEWPPES AMERICAS BEVERAGES 483 MAPLE STREET TAYLORS FALLS, MN 55084	NATIONAL ACCOUNT FOUNTAIN BEVERAGE SALES AGREEMENT
LIONS GATE ENTERTAINMENT 2700 COLORADO AVE STE 200 SANTA MONICA, CA 90404	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
MERCURY PAYMENT SYSTEMS 10 BURNETT COURT STE 300 DURANGO, CO 81301	CREDIT CARD PROCESSING MERCHANT SERVICES AGREEMENT
MN THEATERS 2006, LLC-ISTAR 38TH FLOOR 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	REAL PROPERTY LEASE - CINEPLEX CHATEAU 14 ROCHESTER, MN
MN THEATERS 2006, LLC-ISTAR 38TH FLOOR 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	REAL PROPERTY LEASE - CINEPLEX ATLANTIS 15 BURNSVILLE, MN
NICOLLET COUNTY 501 S MINNESOTA AVENUE SAINT PETER, MN 56082	PARKING LOT LEASE - 600 BLOCK OF S. FRONT STREET, ST. PETER, MN
OAKPARK MALL LIMITED PARTNERSHIP PO BOX 95013 PALATINE, IL 60095-0013	REAL PROPERTY LEASE - CINEPLEX OAKPARK MALL 7 AUSTIN, MN
PARAMOUNT PICTURES 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
PEPSI-COLA FOUNTAIN COMPANY, INC. 555 MONROE ST #04-08 CHICAGO, IL 60661	NATIONAL ACCOUNT FOUNTAIN BEVERAGE SALES AGREEMENT
SCREENVISION EXHIBITION, INC. 360 LINDEN OAKS ROCHESTER, NY 14625	ROLLING STOCK ADVERTISING & MERCHANDISING & PROMOTIONAL ADVERTISING AT EXHIBITOR'S THEATRES AGREEMENT
SLT LEASING 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	D-CINEMA PROJECTOR OPERATING LEASE - BURNSVILLE, MN
SONY PICTURES ENTERTAINMENT 10202 W WASHINGTON BLVD CULVER CITY, CA 90232	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
SUMMIT DISTRIBUTION, LLC 200 W 57TH STREET STE 1103 NEW YORK, NY 10019	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
TECHNICOLOR CREATIVE SERVICES 6040 SUNSET BLVD LOS ANGELES, CA 90029	3D FILM SYSTEMS LICENSING - OPERATING AGREEMENT
TWENTIETH CENTURY FOX FILM CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
UNIVERSAL FILM EXCHANGES PO BOX 848270 DALLAS, TX 75284-8270	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING
WARNER BROTHERS ENTERTAINMENT 400 WARNER BLVD BURBANK, CA 91522	MASTER LICENSING AGREEMENT - FEATURE FILM EXHIBITION LICENSING

In re **MIDWEST THEATRES CORPORATION**Case No. **10-46834**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	CITY OF ST. PETER ECONOMIC DEV ATTN RUSS WILLIE, DIRECTOR 227 S FRONT STREET SAINT PETER, MN 56082
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	FIRST MINNESOTA BANK ATTN CLIFF SIMON, PRESIDENT 4625 COUNTY RD 101 MINNETONKA, MN 55345
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED BANKERS' BANK 1650 W 82ND STREET #1500 BLOOMINGTON, MN 55431
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED COMMUNITY BANK ATTN STEVE FELD, VP 1000 OKOBOJI AVENUE MILFORD, IA 51351
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	CHAFOLIAS CO'S 7381 AIRPORT VIEW DR SW #300 ROCHESTER, MN 55902
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	CITIZENS STATE BANK 375 STAGELINE ROAD PO BOX 247 HUDSON, WI 54016
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	NICOLLET COUNTY BANK PO BOX 420 220 S THIRD STREET SAINT PETER, MN 56082
CINEMA 1, LLP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	CITY OF ST. PETER ECONOMIC DEV ATTN RUSS WILLIE, DIRECTOR 227 S FRONT STREET SAINT PETER, MN 56082
CINEMA 1, LLP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	FIRST MINNESOTA BANK ATTN CLIFF SIMON, PRESIDENT 4625 COUNTY RD 101 MINNETONKA, MN 55345

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
CINEMA 1, LLP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005
CINEMA 1, LLP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED BANKERS' BANK 1650 W 82ND STREET #1500 BLOOMINGTON, MN 55431
CINEMA 1, LLP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED COMMUNITY BANK ATTN STEVE FELD, VP 1000 OKOBOJI AVENUE MILFORD, IA 51351
CINEMA 2, LLC 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	CITY OF ST. PETER ECONOMIC DEV ATTN RUSS WILLIE, DIRECTOR 227 S FRONT STREET SAINT PETER, MN 56082
CINEMA 2, LLC 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	FIRST MINNESOTA BANK ATTN CLIFF SIMON, PRESIDENT 4625 COUNTY RD 101 MINNETONKA, MN 55345
CINEMA 2, LLC 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005
CINEMA 2, LLC 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED BANKERS' BANK 1650 W 82ND STREET #1500 BLOOMINGTON, MN 55431
CINEMA 2, LLC 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED COMMUNITY BANK ATTN STEVE FELD, VP 1000 OKOBOJI AVENUE MILFORD, IA 51351
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	CHAFOLIAS CO'S 7381 AIRPORT VIEW DR SW #300 ROCHESTER, MN 55902
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	CITIZENS STATE BANK 375 STAGELINE ROAD PO BOX 247 HUDSON, WI 54016
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	CITY OF ST. PETER ECONOMIC DEV ATTN RUSS WILLIE, DIRECTOR 227 S FRONT STREET SAINT PETER, MN 56082

In re **MIDWEST THEATRES CORPORATION**

Case No. **10-46834**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	FIRST MINNESOTA BANK ATTN CLIFF SIMON, PRESIDENT 4625 COUNTY RD 101 MINNETONKA, MN 55345
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	NORTH SHORE BANK ATTN ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD, WI 53005
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED BANKERS' BANK 1650 W 82ND STREET #1500 BLOOMINGTON, MN 55431
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	UNITED COMMUNITY BANK ATTN STEVE FELD, VP 1000 OKOBOJI AVENUE MILFORD, IA 51351
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	NICOLLET COUNTY BANK PO BOX 420 220 S THIRD STREET SAINT PETER, MN 56082

United States Bankruptcy Court
District of MinnesotaIn re **MIDWEST THEATRES CORPORATION**

Debtor(s)

Case No. **10-46834**Chapter **11****DECLARATION CONCERNING DEBTOR'S SCHEDULES****DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the CHIEF FINANCIAL OFFICER of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **31** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **October 11, 2010**Signature **/s/ BRYAN J. SIEVE****BRYAN J. SIEVE**
CHIEF FINANCIAL OFFICER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Minnesota**

In re **MIDWEST THEATRES CORPORATION**

Debtor(s)

Case No. **10-46834**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$11,014,581.00	THEATRE OPERATIONS - 01/01/10 - 08/31/10
\$16,419,815.00	THEATRE OPERATIONS - 01/01/09 - 12/31/09
\$13,970,084.00	THEATRE OPERATIONS - 01/01/08 - 12/31/08

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
TWENTIETH CENTURY FOX FILM CORP. 5799 COLLECTION CENTER DRIVE CHICAGO, IL 60693	06-14-10 - 09-14-10	\$156,590.18	\$0.00
ALLIANT ENERGY PO BOX 77004 MADISON, WI 53707-1004	06-14-10 - 09-14-10	\$6,561.13	\$0.00
AUSTIN UTILITIES 400 FOURTH ST NE AUSTIN, MN 55912-9905	06-14-10 - 09-14-10	\$7,995.75	\$0.00
BONUS BUILDING CARE IN MINNEAPOLIS PO BOX 607 EULESS, TX 76039	06-14-10 - 09-14-10	\$33,135.48	\$13,554.29
BUENA VISTA PICTURES DISTRIBUTION 13497 COLLECTION CENTER DRIVE CHICAGO, IL 60693-2300	06-14-10 - 09-14-10	\$310,491.25	\$0.00
THE BUSINESS BANK 11100 WAYZATA BLVD STE 150 MINNETONKA, MN 55305	06-14-10 - 09-14-10	\$25,646.93	\$0.00
CAPELLE'S ELECTRIC 5000 BAMBER VALLEY RD SW ROCHESTER, MN 55902	06-14-10 - 09-14-10	\$60,585.12	\$0.00
CAPITAL ONE - BJS WORLD MC PO BOX 790216 SAINT LOUIS, MO 63179-0216	06-14-10 - 09-14-10	\$6,614.17	\$0.00
CAPITAL ONE BUSINESS VISA PO BOX 60599 CITY OF INDUSTRY, CA 91716-0599	06-14-10 - 09-14-10	\$4,431.87	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
CITIZENS STATE BANK 375 STAGELINE ROAD PO BOX 247 HUDSON, WI 54016	06-14-10 - 09-14-10	\$6,500.00	\$0.00
CLEAR CHANNEL OUTDOOR PO BOX 847247 DALLAS, TX 75284-7247	06-14-10 - 09-14-10	\$17,950.00	\$4,575.00
COLE COMPANIES 2555 E CAMELBACK RD STE 400 PHOENIX, AZ 85016	06-14-10 - 09-14-10	\$66,666.66	\$48,888.87
CUMULUS BROADCASTING (KROC RADIO) PO BOX 643303 CINCINNATI, OH 45264-3303	06-14-10 - 09-14-10	\$7,207.00	\$0.00
DAKOTA ELECTRIC ASSOCIATION 4300 220TH STREET W FARMINGTON, MN 55024-9583	06-14-10 - 09-14-10	\$34,756.77	\$0.00
DANIELS & WYMORE 3165 FERNBROOK LANE N PLYMOUTH, MN 55447	06-14-10 - 09-14-10	\$14,374.22	\$0.00
DIPPIN DOTS PO BOX 2121 MEMPHIS, TN 38159	06-14-10 - 09-14-10	\$9,062.50	\$0.00
DUNN COUNTY TREASURER 800 WILSON AVENUE MENOMONIE, WI 54751-2789	06-14-10 - 09-14-10	\$26,672.67	\$0.00
ENTERTAINMENT SUPPLY & TECHNOLOGIES PO BOX 105328 ATLANTA, GA 30348-5328	06-14-10 - 09-14-10	\$12,857.01	\$0.00
FAIRWAY OUTDOOR ADVERTISING, LLC PO BOX 822897 PHILADELPHIA, PA 19182-2897	06-14-10 - 09-14-10	\$11,700.00	\$0.00
FRANKLIN DESIGNS, INC. 208 INDUSTRIAL DR RIDGELAND, MS 39157	06-14-10 - 09-14-10	\$48,397.60	\$20,611.87
HEALTH PARTNERS PO BOX 1450 MINNEAPOLIS, MN 55485-3600	06-14-10 - 09-14-10	\$12,913.00	\$0.00
HUTCH UTILITIES COMMISSION 225 MICHIGAN STREET HUTCHINSON, MN 55350	06-14-10 - 09-14-10	\$7,214.35	\$0.00
ICEE-USA CORP. DEPT. LA 21078 PASADENA, CA 91185-1078	06-14-10 - 09-14-10	\$19,305.70	\$2,042.42
MN THEATERS 2006, LLC-iSTAR PO BOX 100343 PASADENA, CA 91189-0343	06-14-10 - 09-14-10	\$486,304.00	\$450,766.00
JULSON SERVICE 21 FIFTH STREET LITCHFIELD, MN 55355	06-14-10 - 09-14-10	\$6,391.12	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
LIONS GATE FILMS CHASE MANHATTAN BANK LOCKBOX 29159 4 CHASE METROTECH CTR 7TH FL E BROOKLYN, NY 11245	06-14-10 - 09-14-10	\$57,408.41	\$0.00
McLEOD USA PO BOX 3243 MILWAUKEE, WI 53201-3243	06-14-10 - 09-14-10	\$5,417.08	\$0.00
MERCURY PAYMENT SYSTEMS	06-14-10 - 09-14-10	\$59,406.10	\$0.00
METRO-GOLDWYN MAYER STUDIOS, INC. 12627 COLLECTIONS CENTER DR CHICAGO, IL 60693	06-14-10 - 09-14-10	\$6,198.36	\$0.00
NORTH SHORE BANK 15700 BLUEMOUND RD BROOKFIELD, WI 53005	06-14-10 - 09-14-10	\$9,432.62	\$0.00
OAKPARK MALL LIMITED PARTNERSHIP PO BOX 95013 PALATINE, IL 60095-0013	06-14-10 - 09-14-10	\$46,295.16	\$0.00
OVERTURE FILMS 24182 NETWORK PLACE CHICAGO, IL 60673-1241	06-14-10 - 09-14-10	\$21,501.02	\$0.00
CBS FILMS DISTRIBUTION 24679 NETWORK PLACE CHICAGO, IL 60673-1246	06-14-10 - 09-14-10	\$8,543.75	\$0.00
PARAMOUNT THEATRICAL DISTRIBUTION PO BOX 100486 PASADENA, CA 91189-0486	06-14-10 - 09-14-10	\$284,889.86	\$0.00
PEPSI-COLA PEPSI AMERICAS, INC. 75 REMITTANCE DR STE 1884 CHICAGO, IL 60675-1884	06-14-10 - 09-14-10	\$8,439.60	\$0.00
PEPSI-COLA THE BERNICK COMPANIES PO BOX 7457 SAINT CLOUD, MN 56302-7457	06-14-10 - 09-14-10	\$6,239.19	\$0.00
PEPSI-COLA PEPSI-COLA OF ROCHESTER, MN PO BOX 848 LA CROSSE, WI 54602-0848	06-14-10 - 09-14-10	\$47,018.68	\$0.00
PEPSI-COLA BOTTLING GROUP ATTN A/R 1300 CLIFF RD E BURNSVILLE, MN 55337	06-14-10 - 09-14-10	\$38,943.10	\$0.00
PETERSEN CLEANING & SUPPLY 2167 OXFORD ST WORTHINGTON, MN 56187	06-14-10 - 09-14-10	\$6,267.60	\$0.00
RAVICH MEYER KIRKMAN McGRATH NAUMAN & TANSEY, PA 80 S 8TH STREET STE 4545 MINNEAPOLIS, MN 55402	06-14-10 - 09-14-10	\$60,000.00	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
REALD 100 N CRESENT DR STE 120 BEVERLY HILLS, CA 90210	06-14-10 - 09-14-10	\$15,386.00	\$187.00
RJF AGENCIES, INC. 7225 NORTHLAND DR STE 300 MINNEAPOLIS, MN 55428	06-14-10 - 09-14-10	\$56,495.40	\$0.00
POST-BULLETIN COMPANY, L.L.C. PO BOX 6118 ROCHESTER, MN 55903-6118	06-14-10 - 09-14-10	\$22,076.40	\$0.00
ROCHESTER PUBLIC UTILITIES 4000 E RIVER ROAD NE ROCHESTER, MN 55906-2813	06-14-10 - 09-14-10	\$71,777.82	\$0.00
SONY PICTURES PO BOX 840550 DALLAS, TX 75284-0550	06-14-10 - 09-14-10	\$213,519.65	\$0.00
CITY OF SAINT PETER FINANCE DEPT 227 S FRONT STREET SAINT PETER, MN 56082	06-14-10 - 09-14-10	\$7,690.63	\$0.00
STAR TRIBUNE PO BOX 790445 SAINT LOUIS, MO 63179-0445	06-14-10 - 09-14-10	\$7,395.00	\$800.00
IOWA DEPT OF REVENUE, TREASURER PO BOX 10411 DES MOINES, IA 50306-0411	06-14-10 - 09-14-10	\$22,444.14	\$0.00
MINNESOTA DEPT OF REVENUE-WITHHOLDING PO BOX 64587 SAINT PAUL, MN 55164-0587	06-14-10 - 09-14-10	\$17,332.00	\$0.00
MINNESOTA DEPT OF REVENUE SALES & USE TAX PROCESSING PO BOX 64622 SAINT PAUL, MN 55164-0622	06-14-10 - 09-14-10	\$293,677.66	\$0.00
WISCONSIN DEPT OF REVENUE SALES & USE TAX PROCESSING BOX 93389 MILWAUKEE, WI 53293-0389	06-14-10 - 09-14-10	\$14,491.86	\$0.00
SUMMIT ENTERTAINMENT SUMMIT DISTRIBUTION, LLC PO BOX 8212 PASADENA, CA 91109	06-14-10 - 09-14-10	\$241,791.99	\$0.00
TECHNICOLOR 3D TECHNICOLOR CREATIVE SERVICES A/K/A TECHNICOLOR 3D A/R 5491 E PHILADELPHIA STE 300 ONTARIO, CA 91761-2807	06-14-10 - 09-14-10	\$25,600.00	\$0.00
THEATRICAL BULB SUPPLY PO BOX 20 WATERLOO, IL 62298	06-14-10 - 09-14-10	\$14,825.77	\$9,910.77
UNITED COMMUNITY BANK PO BOX 167 MILFORD, IA 51351	06-14-10 - 09-14-10	\$69,384.71	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE KANSAS CITY, MO 64999	06-14-10 - 09-14-10	\$118,292.24	\$0.00
UNIVERSAL FILM EXCHANGES PO BOX 848270 DALLAS, TX 75284-8270	06-14-10 - 09-14-10	\$193,469.82	\$0.00
WARNER BROTHERS ENTERTAINMENT ACCOUNTS PAYABLE PO BOX 29113 HOT SPRINGS, AR 71903-9113	06-14-10 - 09-14-10	\$240,155.88	\$0.00
WEINSTEIN COMPANY, LLC (THE) DEPT CH 17365 PALATINE, IL 60055-7365	06-14-10 - 09-14-10	\$13,001.79	\$0.00
WINTERS COMPANY PO BOX 6408 LEES SUMMIT, MO 64064	06-14-10 - 09-14-10	\$8,400.00	\$0.00
XCEL ENERGY PO BOX 9477 MINNEAPOLIS, MN 55484-9477	06-14-10 - 09-14-10	\$32,932.50	\$9,110.09

None ☐ c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
CINEMA 1, LLP 4300 O'DAY AVENUE SAINT MICHAEL, MN 55376 VENDOR/AFFILIATE	09-14-09 - 09-14-10	\$283,432.40	\$0.00
CINEMA 2, LLC 4300 O'DAY AVENUE SAINT MICHAEL, MN 55376 VENDOR/AFFILIATE	09-14-09 - 09-14-10	\$422,100.00	\$0.00
LISA SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	09-14-09 - 09-14-10	\$22,063.25	\$0.00
SIEVE'S DRAPERIES 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	09-14-09 - 09-14-10	\$11,551.50	\$0.00
SLT LEASING 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	09-14-09 - 09-14-10	\$10,275.54	\$0.00
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369 CHIEF FINANCIAL OFFICER	09-14-09 - 09-14-10	\$49,458.42	\$48,477.15
JOHN A. SIEVE 1822 S. SHORE DRIVE WORTHINGTON, MN 56187	09-14-09 - 09-14-10	\$0.00	\$112,562.84

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369 CHIEF EXECUTIVE OFFICER	09-14-09 - 09-14-10	\$48,894.42	\$71,208.65

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
STEVEN A. NERGER, ET AL v. MIDWEST THEATRES, ET AL.	CIVIL	HENNEPIN COUNTY DISTRICT COURT	PENDING
SERVICE TEAM OF PROFESSIONALS v. MIDWEST THEATRES	CIVIL	CONCILIATION COURT WRIGHT COUNTY	JUDGMENT ENTERED
BRIGHT STAR SYSTEMS CORP ET AL. v. MIDWEST THEATRES ET AL.	CIVIL	DISTRICT COURT DAKOTA COUNTY	PENDING
GLOBAL RESOLVE v. MIDWEST THEATRES	CIVIL	CONCILIATION COURT OLMSTED COUNTY	JUDGMENT ENTERED
UNITED BANKERS BANK v. MIDWEST THEATRES ET AL.	CIVIL	DISTRICT COURT WRIGHT COUNTY	JUDGMENT ENTERED

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
UNITED BANKERS BANK 1650 W 82ND STREET STE 1500 MINNEAPOLIS, MN 55431	09-03-2010	ACCOUNT - FIRST MINNESOTA BANK - \$100.00

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
RAVICH MEYER KIRKMAN MCGRATH NAUMAN & TANSEY, PA 80 S 8TH STREET SUITE 4545 MINNEAPOLIS, MN 55402	09-14-10	\$23,464.33

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
CITIZENS STATE BANK 375 STAGELINE ROAD PO BOX 247 HUDSON, WI 54016	LOCAL DEPOSITORY & CHECKING	\$291.72 - 02-2010

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
FIRST MINNESOTA BANK 4625 COUNTY ROAD 101 MINNETONKA, MN 55345	08-31-2010	\$4,678.81

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
4300 O'DAY AVENUE ST. MICHAEL, MN 55376	MIDWEST THEATRES CORPORATION D/B/A CINEMAGIC	THROUGH 09-2010
5255 E. RIVER ROAD SUITE 201 FRIDLEY, MN 51355	MIDWEST THEATRES CORPORATION D/B/A CINEMAGIC	THROUGH 12-2007

16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
BRYAN J. SIEVE
6957 MAGDA DRIVE
MAPLE GROVE, MN 55369

DATES SERVICES RENDERED
08-1995 - PRESENT

RENEE L. NEIRBY
7524 190TH STREET E
FARIBAULT, MN 55021

09-2000 - PRESENT

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS
CARLSON ADVISORS, LTD.	7101 NORTHLAND CIRCLE STE 123 MINNEAPOLIS, MN 55428

DATES SERVICES RENDERED
2000 - PRESENT

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
UNITED COMMUNITY BANK
1000 OKOBOJI AVENUE
MILFORD, IA 51351

DATE ISSUED
QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

FIRST MINNESOTA BANK
4625 COUNTY ROAD 101
MINNETONKA, MN 55345

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

CITIZENS STATE BANK
375 STAGELINE ROAD
PO BOX 247
HUDSON, WI 54016

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

NAME AND ADDRESS

NICOLLET COUNTY BANK
PO BOX 420
220 S. THIRD STREET
SAINT PETER, MN 56082

THE BUSINESS BANK
11100 WAYZATA BLVD STE 150
MINNETONKA, MN 55305

NORTH SHORE BANK
15700 BLUEMOUND RD
BROOKFIELD, WI 53005

UNITED BANKERS BANK
1650 W 82ND STREET STE 1500
BLOOMINGTON, MN 55431

MN THEATERS 2006, LLC
C/O iSTAR FINANCIAL, INC.
1114 AVENUE OF THE AMERICAS 39TH FL
NEW YORK, NY 10036

SECURITY BANK & TRUST CO.
735 11TH STREET E.
PO BOX 218
GLENCOE, MN 55336

DATE ISSUED

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

QUARTERLY & ANNUAL 12-31-2008
QUARTERLY & ANNUAL 12-31-2009
YEAR TO DATE 08-2010

20. Inventories

None

☐

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

06-30-2010

05-31-2010

INVENTORY SUPERVISOR

GARY WESTMARK & STEVE TRIPP

GARY WESTMARK & STEVE TRIPP

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

\$131,162

\$125,464

None

☐

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

06-30-2010

05-31-2010

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

BRYAN J. SIEVE
6957 MAGDA DRIVE
MAPLE GROVE, MN 55369

BRYAN J. SIEVE
6957 MAGDA DRIVE
MAPLE GROVE, MN 55369

21. Current Partners, Officers, Directors and Shareholders

None

☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369	PRESIDENT & CHIEF EXECUTIVE OFFICER	COMMON STOCK - 44.45%
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369	SVP FINANCE, CHIEF FINANCIAL OFFICER & BUSINESS DEVELOPMENT	COMMON STOCK - 44.45%
JOHN J. SIEVE 1822 S. SHORE DRIVE WORTHINGTON, MN 56187	SHAREHOLDER	COMMON STOCK - 11.10%

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
LISA SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369 EMPLOYEE	09-14-09 - 09-14-10 - SALARY	\$25,188.00
	09-14-09 - 09-14-10 - EXPENSE REIMBURSEMENT	\$12,224.38
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369 PRESIDENT & CHIEF EXECUTIVE OFFICER	09-14-09 - 09-14-10 - SALARY	\$65,000.00
BRYAN J. SIEVE 6957 MAGDA DRIVE MAPLE GROVE, MN 55369 CHIEF FINANCIAL OFFICER	09-14-09 - 09-14-10 - SALARY	\$65,000.00
	09-14-09 - 09-14-10 - EXPENSE REIMBURSEMENT	\$47.50
STEVEN L. TRIPP 6945 MAGDA DRIVE MAPLE GROVE, MN 55369 PRESIDENT & CHIEF EXECUTIVE OFFICER	09-14-09 - 09-14-10 - PROPERTY LEASED TO DEBTOR	\$10,275.54
SIEVE'S DRAPERIES 6957 MAGDA DRIVE MAPLE GROVE, MN 55369 CHIEF FINANCIAL OFFICER	07-28-10 - 2008 PROFESSIONAL FEES - BURNSVILLE DEVELOPMENT WORK	\$11,551.50

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
JOHN J. SIEVE 1822 S. SHORE DRIVE WORTHINGTON, MN 56187 SHAREHOLDER	09-14-09 - 09-14-10 - EXPENSE REIMBURSEMENT	\$2,500.00
LAMBERT CONSTRUCTION, LLC 14401 BURNHAVEN DRIVE BURNSVILLE, MN 55306 AFFILIATE	09-14-09 - 09-14-10	\$100,000

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 11, 2010

Signature /s/ BRYAN J. SIEVE
BRYAN J. SIEVE
CHIEF FINANCIAL OFFICER

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
District of Minnesota

In re **MIDWEST THEATRES CORPORATION**

Debtor(s)

Case No. **10-46834**

Chapter **11**

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor(s) in this case and files this statement as required by applicable rules.
2.
 - (a) The filing fee paid by the undersigned to the clerk for the debtor(s) in this case is: \$ **1,039.00**
 - (b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: \$ **23,464.33**
 - (c) Prior to filing this statement, the debtor(s) paid to the undersigned: \$ **23,464.33**
 - (d) The unpaid balance due and payable by the debtor(s) to the undersigned is: \$ **0.00**
3. The services rendered or to be rendered include the following:
 - (a) negotiations with creditors; and
 - (b) other services reasonably necessary to represent the debtor(s) in this case.
4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), except as follows:
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: **October 11, 2010**

Signed: **/s/ MICHAEL F McGRATH**

MICHAEL F McGRATH 168610

Attorney for Debtor(s)

RAVICH MEYER KIRKMAN McGRATH NAUMAN &

TANSEY PA

4545 IDS CENTER

80 SOUTH EIGHTH STREET

MINNEAPOLIS, MN 55402-2225

612-332-8511 Fax: 612-332-8302

LOCAL RULE REFERENCE: 1007-1

United States Bankruptcy Court
District of Minnesota

In re MIDWEST THEATRES CORPORATION,
Debtor

Case No. 10-46834

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CHIEF FINANCIAL OFFICER of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 11, 2010

Signature /s/ BRYAN J. SIEVE
BRYAN J. SIEVE
CHIEF FINANCIAL OFFICER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
District of Minnesota**

In re **MIDWEST THEATRES CORPORATION**

Debtor(s)

Case No. **10-46834**

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the CHIEF FINANCIAL OFFICER of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **October 11, 2010**

/s/ BRYAN J. SIEVE

BRYAN J. SIEVE/CHIEF FINANCIAL OFFICER

Signer/Title

**United States Bankruptcy Court
District of Minnesota**

In re **MIDWEST THEATRES CORPORATION**

Debtor(s)

Case No. **10-46834**

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **MIDWEST THEATRES CORPORATION** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

October 11, 2010

Date

/s/ MICHAEL F McGRATH

MICHAEL F McGRATH 168610

Signature of Attorney or Litigant

Counsel for **MIDWEST THEATRES CORPORATION**

RAVICH MEYER KIRKMAN McGRATH NAUMAN & TANSEY PA

4545 IDS CENTER

80 SOUTH EIGHTH STREET

MINNEAPOLIS, MN 55402-2225

612-332-8511 Fax:612-332-8302

mfmcgrath@ravichmeyer.com

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

MIDWEST THEATRES CORPORATION

Debtor(s).

SIGNATURE DECLARATION

Case No. 10-46834

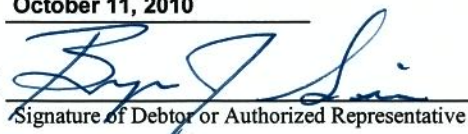
- ☐ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☒ OTHER (Please describe: SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS)

I [We], the undersigned debtor(s) or authorized representative of the debtor, ***make the following declarations under penalty of perjury:***

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- **[individual debtors only]** If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date: October 11, 2010

X


Signature of Debtor or Authorized Representative

BRYAN J. SIEVE

Printed Name of Debtor or Authorized Representative

X

Signature of Joint Debtor

Printed Name of Joint Debtor

Form ERS 1 (Rev. 10/03)